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Amended Motion of Ambac Assurance Corporation, Financial Guaranty Insurance Company, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and U.S. Bank Trust National Association, Concerning Application of the Automatic Stay to the Revenues Securing PRIFA Rum Tax Bonds

# **EXHIBIT 19**





The Financial Oversight and Management Board for Puerto Rico (the "Board") and Ernst & Young Puerto Rico LLC ("EY") have prepared this report (the "Report") based upon information and material supplied by the Board, Board advisors, the Government of Puerto Rico, and other publicly-available sources. The Board engaged EY to review the budget for the 2018 fiscal year as prepared by the Government and as contained in the Report. EY's sole responsibility was to aid the Board in analyzing the budget for the 2018 fiscal year and the financial situation of Puerto Rico.

The nature and scope of EY's services were determined by the Board and are reflected in the Agreement between EY and the Board dated April 17, 2017 (the "Agreement"). EY's procedures were limited to the procedures requested by the Board and which are described in the Agreement. EY's work was performed only for the use and benefit of the Board and should not be used or relied on by anyone else. Other persons who read this Report who are not a party to the Agreement do so at their own risk and are not entitled to rely on it for any purpose. EY does not assume any duty, obligation or responsibility whatsoever to any other parties that may obtain access to the Report.

EY's services were advisory in nature. While EY's work in connection with this Report was performed under the standards of the American Institute of Certified Public Accountants (the "AICPA"), EY did not render an assurance report or opinion under the Agreement, nor did EY's services constitute an audit, review, examination, forecast, projection or any other form of attestation as those terms are defined by the AICPA. None of the services EY provided constituted any legal opinion or advice. This Report is not being issued in connection with any issuance of debt or other financing transaction.

The Board has the knowledge, experience and ability to form its own conclusions. Any assumptions, forecasts, projections, recommendations or conclusions contained in this Report are solely those of the Board.

In assisting in the preparation of this Report, EY relied on information and underlying data provided by the Board, Board advisors, the Government of Puerto Rico, or publicly-available resources, and such information was presumed to be current, accurate and complete. EY has not conducted an independent assessment or verification of the completeness, accuracy or validity of the information obtained. Consequently, EY provides no assurance of any kind with respect to, or on, the information presented.

There will usually be differences between projected and actual results because events and circumstances frequently do not occur as expected and those differences may be material. As a result, no assurance regarding the achievement of forecasted results is provided, and reliance should not be placed on any forecasted results or projects contained herein as such information is subject to material change and may not reflect actual results. EY takes no responsibility for the achievement of projected results.

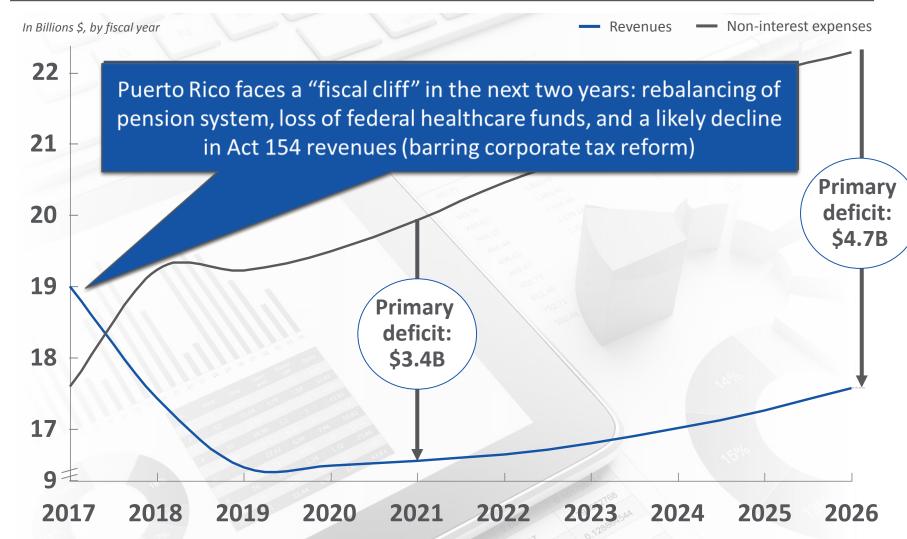
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# **FISCAL PLAN OVERVIEW**

# Based on the Fiscal Plan projections, without action, Puerto Rico would likely confront a large and growing deficit



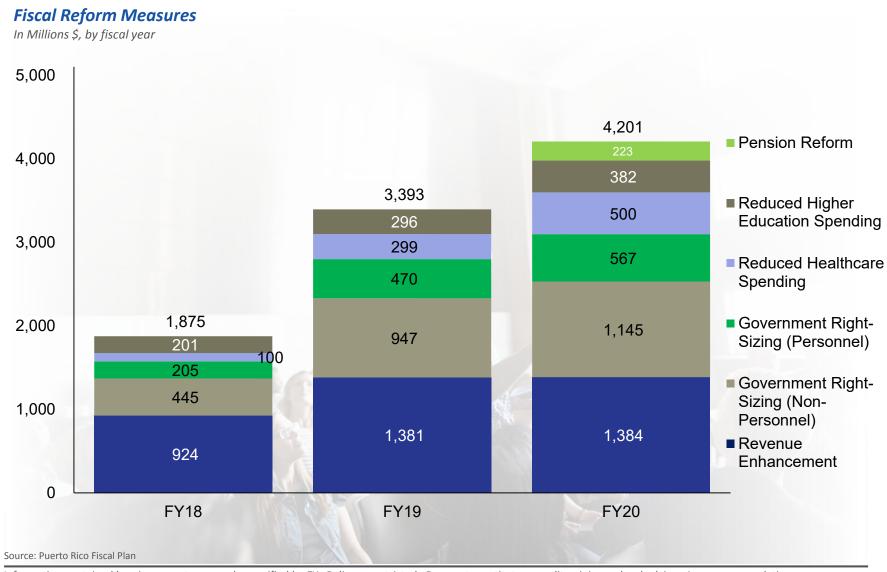
Note: Deficit does not account for reduced expenses and additional revenues that result from proposed Fiscal Reform Measures

Note: Amounts provided by AAFAF, from issuer agencies and from publicly available information. Estimated amounts are subject to further review and may change Source: Government of Puerto Rico December 2016 Fiscal Baseline

# The Fiscal Plan reform area targets were designed by the Government and certified by the Board to promote structural balance while following a core set of principles



# FY18 Budget incorporates Fiscal Plan measures that start to set Puerto Rico on a path towards financial sustainability



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# **EXECUTIVE SUMMARY**

# The Board believes the FY18 Budget represents another step towards Puerto Rico's recovery

Reflects the Government's public policy priorities

Includes level of revenues and expenses generally consistent with the Fiscal Plan

Majority of funds allocated to education, public safety, welfare, healthcare and economic development

Allocates additional Government funds to pensions and healthcare system

Embeds financial controls to monitor implementation and overspending

With revisions, the FY18 Budget is generally consistent with the Fiscal Plan

### The Board closely reviewed the FY18 Budget



**Preparation of FY18 Budget** 



**Evaluation of FY18 Budget** 



**Reconciliation of Budget** to Certified Fiscal Plan



- OMB issued guidelines to submit budget requests based on requirement to achieve the agency's guiding principles
- The Board provided a revenue forecast for use in developing FY18 Budget
- Budget prepared by **Government is based on FY17 Budget and considered** Fiscal Plan measures, impact of new initiatives and cost savings incurred/expected

- The Board requested the **Government** prepare the FY18 Budget consistent with trajectory for primary fiscal balance in the Fiscal Plan
- Onsite due diligence was carried out to review FY18 Budget
- Meetings with key individuals included OMB, AAFAF, Hacienda, individual governmental agencies and the Legislature
- The Budget includes difficult adjustments in many areas, including reduced funding for municipalities and UPR, and cuts to education, health, public safety and welfare programs
- While certain Board recommended amendments are **needed,** FY18 Budget is generally consistent with the certified Fiscal Plan

### The Board has proposed several recommendations to the FY18 Budget

### **Spending Adjustments**

Board recommendations to reduce spending in several areas

- Spending by certain government entities
  - Spending increases as compared to FY17
    - Earmarks and special expenditures

### **Technical Corrections**

Board recommendations to correct several technical elements

- Use of federal matching funds
  - Justice Dept. monthly allocation
    - Future modifications to the budget

# Exhibit FOMB FY18 Budget (June 30 2017) Page 13 of 39 FY18 Budget incorporates additional financial controls to monitor overspending and maintain accountability



#### **Limitations on spending**

- Agency expenses cannot exceed the amounts in the budget
- Multi-year appropriations authorized in previous fiscal years are suspended and no new multi-year appropriations with the exceptions of appropriations related to permanent improvements

#### **Approval for access to reserves**

- No expenditure shall be charged against the Budgetary Reserve unless it is approved by the Board
- Expenses above and beyond the budget will need Board approval

#### **Regular reporting requirements**

- Weekly and monthly reports of the actual cash revenues, cash expenditures, and cash flows of each agency
- Monthly and quarterly actual vs. budget reports from each agency of the Government on a modified accrual basis
- Monthly tracking of key performance indicators for each fiscal reform measure initiative
- Quarterly reports on macroeconomic performance

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# **CONSOLIDATED BUDGET OVERVIEW**

## **Consolidated Budget Overview**

Key components of the Consolidated Budget include the following:

**General Fund** 

• The primary operating fund of the Government

Special Revenue **Funds** 

Funds created by law, not subject to annual appropriations and have specific uses established by their respective enabling legislation

Component Units / Public Corporations

 Legally separate from primary government but Puerto Rico appoints a majority of these organizations governing bodies<sup>1</sup>

**Federal Funds** 

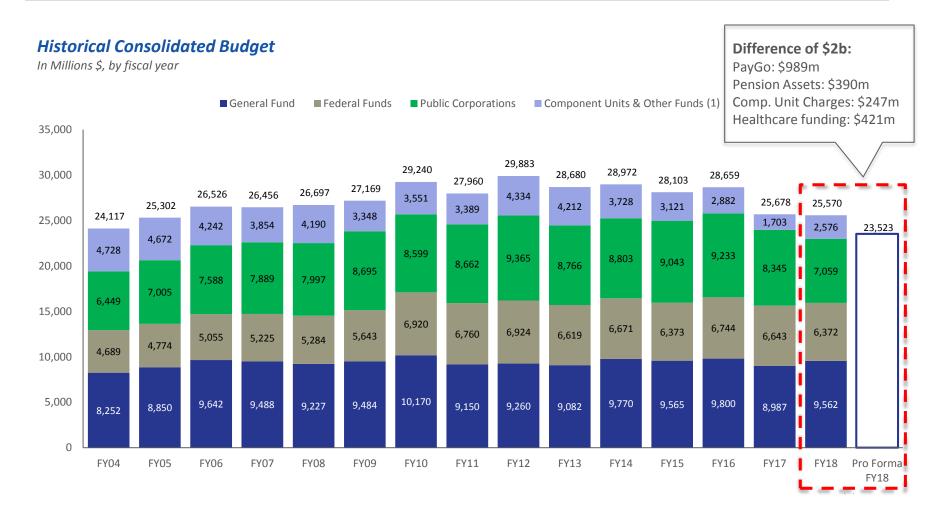
Expenses funded by Federal Government money

Other Funds

Debt Service and other funds

<sup>(1)</sup> Many public corporations and other instrumentalities traditionally relied on subsidies, in the form of appropriations from the General Fund and/or assignments of Puerto Rico tax or other revenues, to fund a material portion of their operations

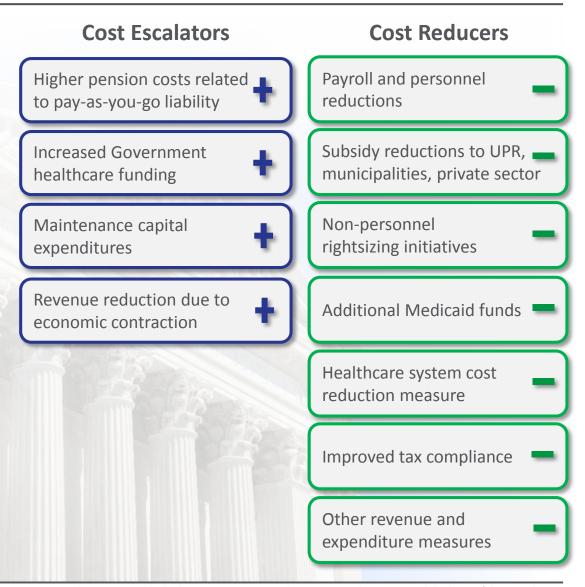
## FY18 Budget was developed by the Government based on FY17 budgeted amounts and reflects a reduction in overall spending



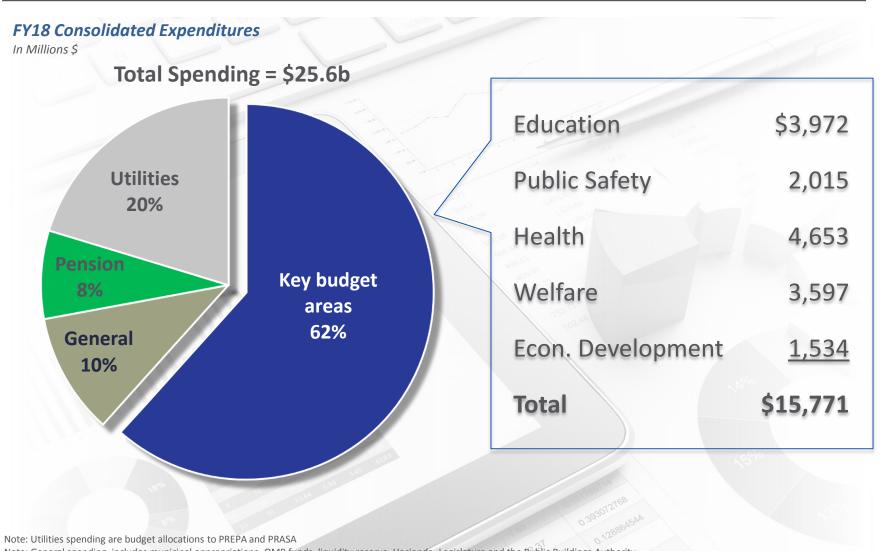
(1) Component Units & Other Funds includes Special State Funds, Special Revenue Funds, and the incremental healthcare funding to cover the loss of Medicare funds Source: Puerto Rico Office of Management and Budget - Budget Data

# The FY18 Budget includes several cost escalators and reducers as compared to the FY17 Budget

- The Consolidated Budget includes several factors that increase costs relative to FY17, including higher pension and healthcare liabilities
- These increases are offset, in part, by reductions in costs, including various personnel and non-personnel savings and additional funds
- The Board believes these are the first steps toward restoring fiscal responsibility and setting a path to achieve the Fiscal Plan's objectives



## The majority of the FY18 Consolidated Budget is dedicated to five areas



Note: General spending includes municipal appropriations, OMB funds, liquidity reserve, Hacienda, Legislature and the Public Buildings Authority Source: Puerto Rico Office of Management and Budget - Budget Data

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# **GENERAL FUND OVERVIEW**

### The General Fund is the Government's principal operating fund

#### **General Fund - \$9.562 billion**

#### **Discretionary**

Operating cost of the central government including programs, payroll, and administrative costs

Special appropriations for programs and some may be pass-through grants to nonprofit or non-public entities

#### **Examples Include:**

- Payroll
- Rent and utilities
- Purchased and **Professional Services**
- Materials, Equipment

#### **Semi-Discretionary**

Contributions or block grants to entities outside the central government or large entitlement programs

#### **Examples Include:**

- Public Health Insurance
- Special appropriations OMB custody
- Contributions to Municipalities
- Contributions to Legislature

#### **Non-Discretionary**

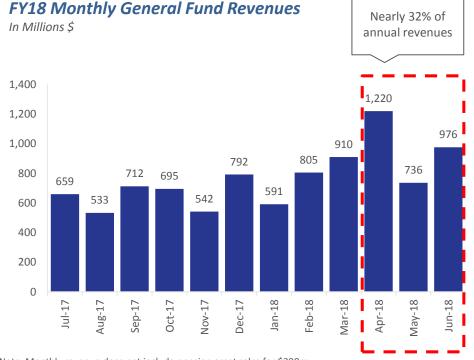
**Expenses from** appropriations by formula and other pre-legislated or agreed-upon commitments

#### **Examples Include:**

- Pension pay-as-you-go
- Judicial Branch Formula
- Municipalities Formula
- Legislature Formula
- UPR Formula
- Oversight Board

# The Government projects FY18 Budget (June 30 2017) Page 21 of 39 \$9.562b, which is \$369m higher than FY17 General Fund revenue

- The Board evaluated revenues in the certified Fiscal Plan and incorporated revisions based on more recent analysis and new information
- The final revenue estimates were provided by the Board to the Government and are generally consistent with the Fiscal Plan



# FY17 Compared to FY18 General Fund Revenue In Millions \$, by fiscal year

	FY16 Budget	FY17 Budget	FY18 Budget	FY17-FY18 Change
Base Revenue	Ü	Ğ	ŭ	J
Individual Tax Collections	\$2,135	\$1,892	\$1,800	(\$92)
Corporate Tax Collections	1,793	1,515	1,510	(5)
Non-Resident Withholding Tax	822	685	640	(45)
Sales & Use Tax	1,738	1,718	1,567	(151)
Alcoholic Beverage Tax	270	268	257	(11)
Excise Tax (Act 154)	1,905	2,075	1,533	(542)
Tobacco Products Tax	133	112	110	(2)
Excise tax from rum remittances	186	206	149	(57)
Other	513	721	681	(40)
Sub-total	\$9,495	\$9,192	\$8,247	(\$945)
Additional Fiscal Plan Measures				
Extension of Act 154	-	-	\$519	\$519
Inc. Collections Sales & Use Tax	-	-	150	150
Inc. in other revenues and taxes	-	-	255	255
Pension asset sales	-	-	390	390
General Fund Revenue	\$9,495	\$9,192	\$9,562	\$369

Note: Monthly revenue does not include pension asset sales for \$390m  $\,$ 

## Excluding pension adjustments, the FY18 General Fund Budget is 9% lower than the FY17 Budget

• The General Fund incorporates an additional \$1.4b to cover pension outlays as the retirement systems transition to a pay-as-you-go basis

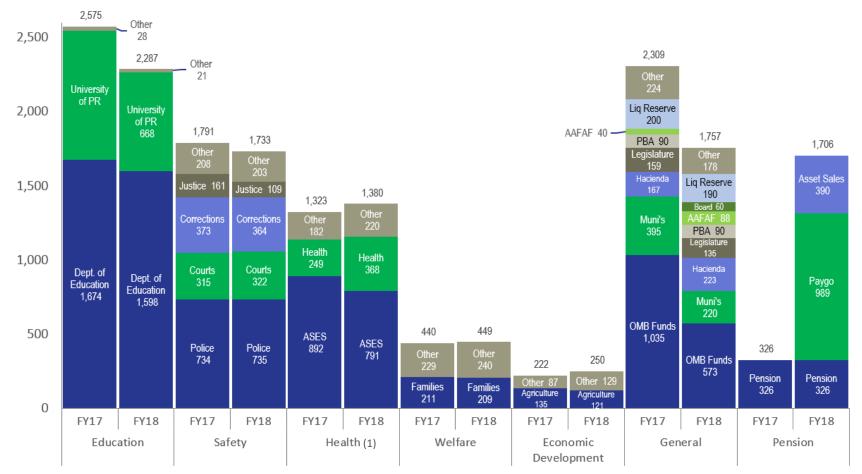


Note: FY16 General Fund revenue was subsequently reduced to \$9.175b by the Government Source: Puerto Rico Office of Management and Budget

# A majority of the General Fund Budget (June 30 2017) Page 23 of 39 A majority of the General Fund Budget is dedicated to education, public safety, health and welfare

#### FY17 Compared to FY18 General Fund Budget by Type

In Millions \$, by fiscal year



<sup>(1)</sup> The increase in healthcare costs is primarily related to an increase in local funding

Note: General Fund capital expenditures of approximately \$48m (of a total Consolidated Budget of \$1.2b) is split between multiple agencies

Source: Puerto Rico Office of Management and Budget – Budget Data

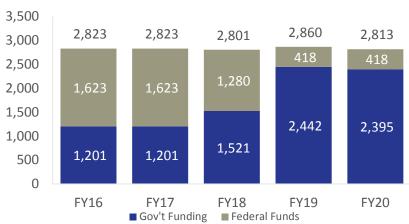
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# **ADDITIONAL SPENDING ANALYSES**

### Additional healthcare and pension funding was allocated in the FY18 Budget

### Government Funding Increases due to Medicaid Cliff

In Millions \$, by fiscal year



Note: Figures net of \$100m in FY18, \$299m in FY19 and \$500m in FY20 from Fiscal Plan savings Source: March 13, 2017 Fiscal Plan. OMB

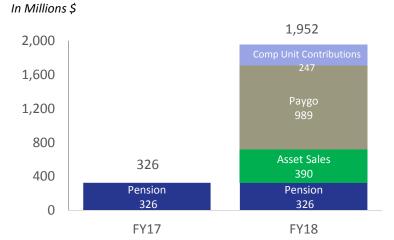
#### **Estimated Distribution of Healthcare Resources in FY18**

In Millions \$, by fiscal year

FY18
\$1,280
791
448
281
\$2,801

Source: Puerto Rico Office of Management and Budget – Budget Data

### FY18 Consolidated Budget Pension Components



Note: FY17 and FY18 pensions costs exclude employer pension cost Source: Puerto Rico Office of Management and Budget

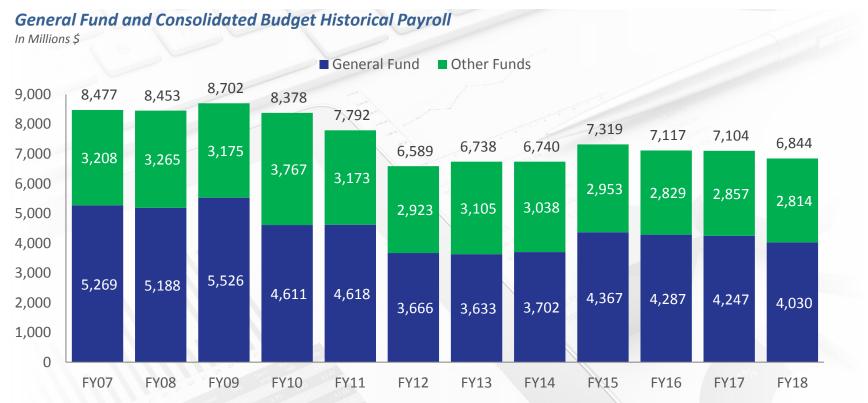
#### **Liquid & Illiquid ERS System Assets**

*In Thousands \$* 



Source: Represents actuarial assets based on Actuarial Valuation Reports through 2015

# Payroll costs decline in the FY18 Budget, due in part to attrition and reduction of transitory employees



- General Fund payroll represents approximately 42% of total General Fund spending
- Other Funds payroll consists of payroll at component units, the largest being PREPA and PRASA

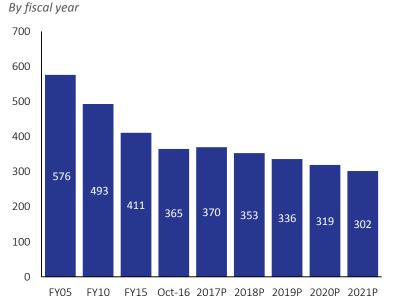
Note: Payroll increases from FY14 to FY15 because certain schoolwide program payroll costs at the Department of Education were misclassified as Other Agency Spending The misclassification was corrected beginning with the FY15 Budget

Note: Total payroll for FY18 includes employer pension costs of \$598m

Source: Puerto Rico Office of Management and Budget – Budget Data

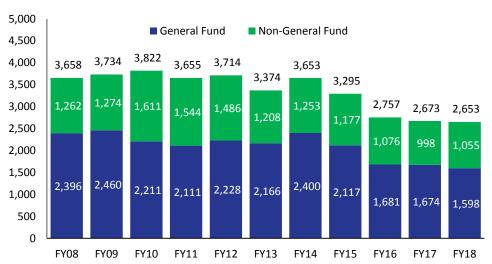
# Department of Education expenditures decrease in FY18 Budget as a result of efforts by the Department to review and streamline operations





#### Department of Education General Fund and Consolidated Budget

In Thousands \$, by fiscal year

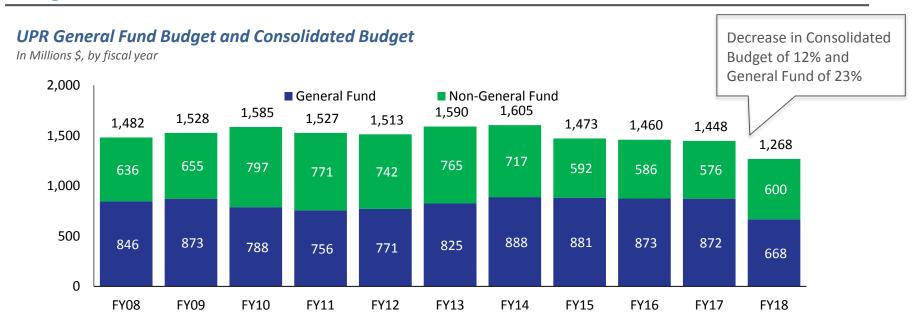


Source: October 2016 Fiscal Plan

Source: Puerto Rico Office of Management and Budget - Budget Data

- Efforts are underway by the Department of Education to review existing operations, prioritize spending and streamline education services without jeopardizing the delivery of this critical service
- The Government recently announced plans to close 167 schools by August 2017, which is expected to generate approximately \$7.5m in savings

## University of Puerto Rico General Fund appropriation decreases in the FY18 **Budget, consistent with the Fiscal Plan**



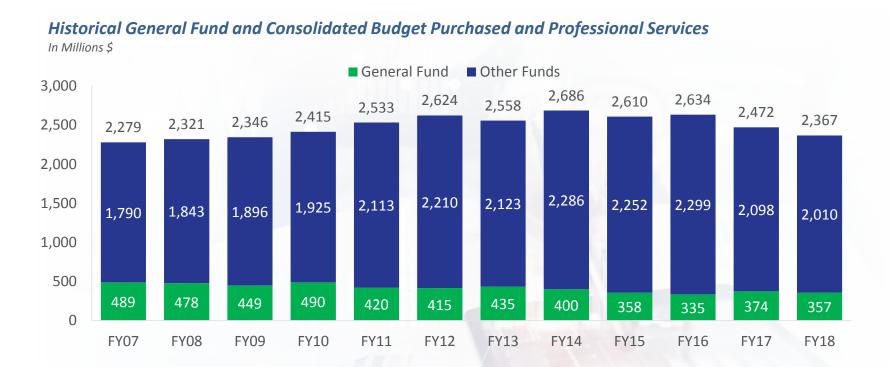
- The University has 11 campuses, more than 60,000 students, and 5,300 faculty members
- Government grants and appropriations as a percent of operating revenues are one of the highest for public universities
- While the General Fund appropriation declines, this reduction is partially offset by \$40m in incremental funding provided by other parts of the Consolidated Budget

Additional UPR Expenditures					
In Millions \$	FY18				
Capital Expenditures	\$15				
Other Income Operating Costs	15				
Training and Technical Assistance	10				
Total	\$40				

Source: Puerto Rico Office of Management and Budget-Budget Data

Source: Puerto Rico Office of Management and Budget – Budget Data

### Purchased and professional services decreased \$105m in FY18



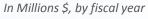
- The General Fund represents 15% of total purchased and professional services
- PREPA, PRASA, Department of Education, and HTA account for 60% of total purchased and professional services expenditures

Note: Chart is based on preliminary Budget allocation, final Budget allocation may differ Source: Puerto Rico Office of Management and Budget – Budget Data

## FY18 Budget includes capital expenditure increases mostly related to PREPA, PRASA and HTA

- Capital expenditures increase \$311m from FY17
- PRASA (\$304m), PREPA (\$275m), and HTA (\$281m) account for 70% of total FY18 capital expenditures
- Departments with the largest increase in capital expenditures from FY17 to FY18 include HTA, UPR, and the Department of Natural Resources

## Historical Capital Expenditures in the Consolidated Budget

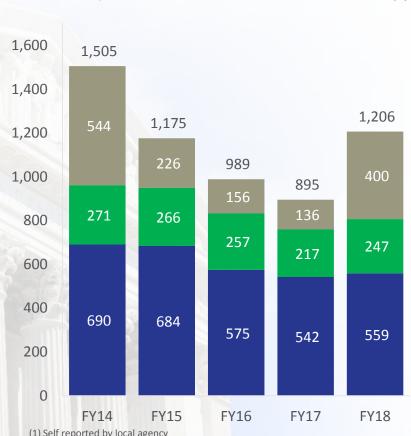


■ PREPA/PRASA





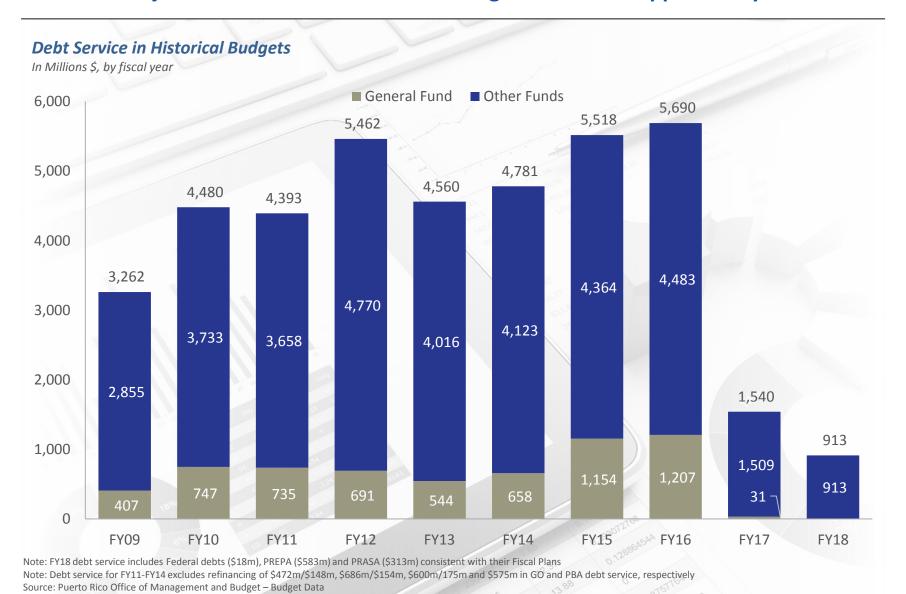




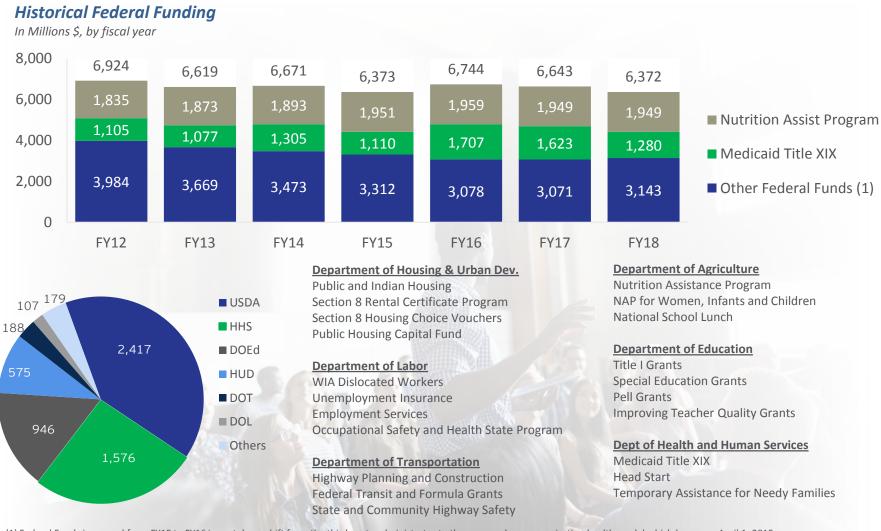
(1) Self reported by local agency

Note: Chart is based on preliminary Budget allocation, final Budget allocation may differ Source: Puerto Rico Office of Management and Budget - Budget Data

# The Government intends for the FY18 Budget (June 30 allocate funds for debt service after a Title III Plan of Adjustment is confirmed or Title VI agreements are approved by the Court



# Exhibit FOMB FY18 Budget (June 30 2017) Page 32 of 39 Federal funding was reduced by 9% year-on-year, primarily driven by a reduction in Medicaid and Other Federal Funds



(1) Federal Funds increased from FY15 to FY16 in part due a shift from the third-party administrator to the managed care organization health model which began on April 1, 2015 Source: Puerto Rico Consolidated Budget, Office of Management and Budget. Not comparable with US Census Figures because it excludes direct grants to non-profits, private entities and certain Municipalities; the number corresponds to a different year; and the numbers are strictly a compilation of self reported numbers for Government agencies

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# **APPENDIX**

## Revenues and expense measures in FY18 Budget total approximately \$1.875m

#### **Revenue Actions In Budget**

#### In Millions \$

Item	Amount
Extend Act 154 law	\$519
Improved tax compliance	150
Increase and right-size fees	56
Addl. revenue enhancements	199
Subtotal of revenue measures	\$924

#### **Expense Actions In Budget**

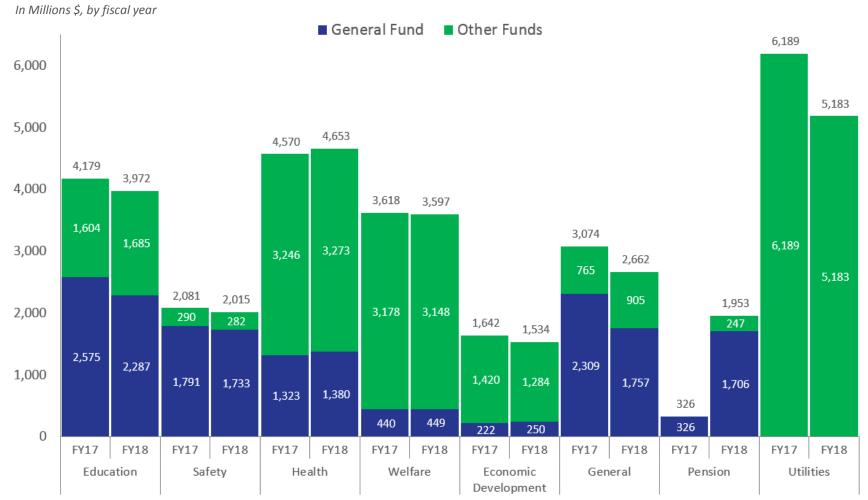
In Millions \$

Item	Amount
Personnel-related expense	(\$167)
Non-personnel related expense	(179)
Reduction of UPR subsidies	(201)
Reduction of other subsidies	(210)
Additional expense measures	(45)
Reduction of healthcare spending	(100)
Payroll and operational exp. freeze	<u>(49)</u>
Total <sup>1</sup>	(\$951)

<sup>(1) (</sup>Reduction to expense)/ Increase to expenses

## The Consolidated Budget is \$25.6b and reflects year-on-year reductions in every major spend category, other than health and pensions

#### FY17 Compared to FY18 Consolidated Budget by Type

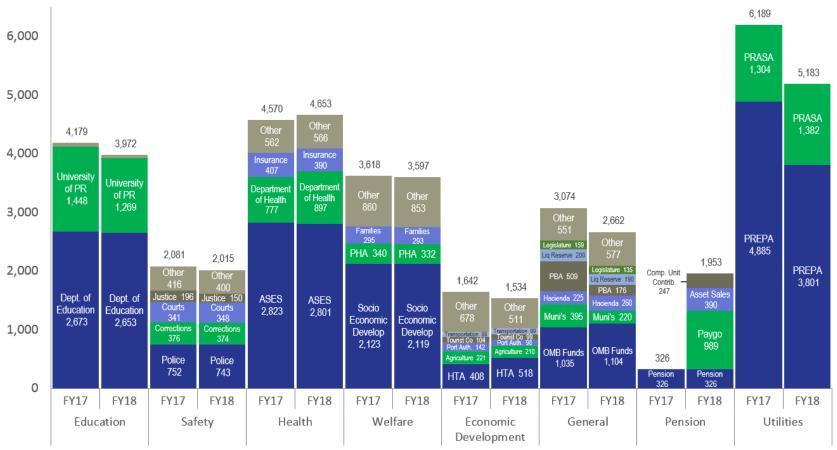


(1) Total pension cost of \$2.5b includes \$598m of employer costs currently sitting in individual agency payroll categories Source: Puerto Rico Office of Management and Budget - Budget Data

## Detailed agency comparison of the Consolidated Budget by type for FY17 and FY18

#### FY17 and FY18 Consolidated Budget by Type

In Millions \$, by fiscal year



<sup>(1)</sup> Healthcare costs increase primarily due to an increase in local funding of \$448m, additional Medicaid funding of \$296m and a Reconciliation Adjustment of \$100m

Source: Puerto Rico Office of Management and Budget - Budget Data

<sup>(2)</sup> Other Economic Development costs are distributed amongst 24 agencies including: other transportation, agriculture, land, infrastructure and trade & export

<sup>(3)</sup> Consolidated capital expenditures of approximately \$1.2b is split between multiple agencies

## FY18 Consolidated Budget is slightly lower than FY17, even after increases in pension related expenses

Allocation	FY17	FY18	Change		Allocation	FY17	FY18	Change	
PREPA	\$4,885	\$3,801	(\$1,083)	$\hat{\mathbf{T}}$	Hacienda	\$225	\$260	\$35	1
OMB Custody Funds	1,035	1,104	69	1	Municipalities	395	220	(175)	$\hat{\mathbf{T}}$
Healthcare (ASES)	2,823	2,801	(22)	1	Care and Development of Children	174	211	37	1
Department of Education	2,673	2,653	(19)	1	Housing Finance Authority	221	201	(20)	$\hat{\mathbf{T}}$
Socio Economic Development	2,123	2,119	(4)	1	Liquidity Reserve	200	190	(10)	1
PRASA	1,304	1,382	78	1	Agricultural Development	167	181	14	1
University of Puerto Rico	1,448	1,269	(179)	$\hat{\mathbf{T}}$	Public Building Authority	509	176	(333)	$\hat{\mathbf{T}}$
PayGo & Component Unit Charge	0	1,236	1,236	1	Mental Health	126	149	23	1
Department of Health	777	897	119	1	Justice	196	150	(46)	$\hat{\mathbf{T}}$
Police	752	743	(9)	$\hat{\mathbf{T}}$	Puerto Rico Legislature	159	135	(24)	$\hat{\mathbf{T}}$
Road Authority	408	518	109	1	Hacienda Custody Funds	112	112	0	$\Rightarrow$
State Insurance Fund	407	390	(17)	$\hat{\mathbf{T}}$	Department of Housing	115	116	1	$\Rightarrow$
Pension Asset Sales	0	390	390	1	Corp Centro Cardiovascular	79	75	(4)	$\hat{\mathbf{T}}$
Corrections	376	374	(2)	1	Human Resources	127	110	(17)	$\hat{\mathbf{T}}$
Courts	341	348	7	1	Tourist Company	104	99	(5)	$\hat{\mathbf{T}}$
Public Housing Administration	340	332	(8)	1	Transportation and Public Works	88	99	11	1
Retirement System	326	326	(0)	1	Ports Authority	142	98	(44)	$\hat{\mathbf{T}}$
Families	295	293	(2)	1	Transportation Authority	103	87	(16)	$\hat{\mathbf{T}}$
Corp Service Medical Center	240	234	(6)	$\hat{\mathbf{T}}$	Other	1,882	1,691	(191)	$\hat{\mathbf{T}}$
Subtotal	\$20,553	\$21,209	\$656	1	Subtotal	5,125	4,360	(765)	1
Source: Puerto Rico Office of Management and Rudge					Total	\$25,678	\$25,569	(\$109)	1

## FY18 General Fund is slightly higher than FY17, and includes incremental pension costs

Allocation	FY17	FY18	Change		Allocation	FY17	FY18	Change	
PREPA	\$0	\$0	\$0	$\Rightarrow$	Hacienda	\$167	\$223	\$56	1
OMB Custody Funds	1,035	574	(461)	1	Municipalities	395	220	(175)	1
Healthcare (ASES)	892	791	(100)	1	Care and Development of Children	13	51	37	1
Department of Education	1,674	1,598	(77)	1	Housing Finance Authority	11	10	(1)	1
Socio Economic Development	72	68	(4)	1	Liquidity Reserve	200	190	(10)	1
PRASA	0	0	0	$\Rightarrow$	Agricultural Development	84	96	12	1
University of Puerto Rico	872	668	(204)	1	Public Building Authority	90	90	0	$\Rightarrow$
PayGo & Component Unit Charge	0	989	989	1	Mental Health	82	105	23	1
Department of Health	249	368	119	1	Justice	161	109	(52)	1
Police	734	735	1	1	Puerto Rico Legislature	159	135	(24)	1
Road Authority	0	1	1	1	Hacienda Custody Funds	0	0	0	$\Rightarrow$
State Insurance Fund	0	0	0	$\Rightarrow$	Department of Housing	13	12	(1)	1
Pension Asset Sales	0	390	390	1	Corp Centro Cardiovascular	0	0	0	$\Rightarrow$
Corrections	373	364	(8)	1	Human Resources	11	7	(4)	1
Courts	315	322	7	1	Tourist Company	0	0	0	$\Rightarrow$
Public Housing Administration	0	0	(0)	1	Transportation and Public Works	32	52	19	1
Retirement System	326	326	(0)	1	Ports Authority	0	0	0	$\Rightarrow$
Families	211	209	(2)	Ţ	Transportation Authority	29	25	(4)	Î
Corp Service Medical Center	42	64	23	•	Other	744	770	26	1
Subtotal	\$6,795	\$7,469	\$673	1	Subtotal	2,192	2,093	(99)	1
					Total	\$ 8,987	\$ 9,562	\$574	1

Source: Puerto Rico Office of Management and Budget – Budget Data

### Fiscal reforms included in the Budget

